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[Additional counsel on signature page]

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

LOUIS SCARANTINO, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

SHORETEL, INC., DON JOOS, MARJORIE
BOWEN, MARK BREGMAN, KENNETH
DENMAN, CHARLES KISSNER, SHANE
ROBISON, CONSTANCE SKIDMORE,
JOSEF VEJVODA, MITEL US HOLDINGS,
INC., SHELBY ACQUISITION
CORPORATION, and MITEL NETWORKS
CORPORATION,

Defendants.

Case No. 5:17-cv-04857

CLASS ACTION

**COMPLAINT FOR VIOLATION OF
THE SECURITIES EXCHANGE ACT
OF 1934**

JURY TRIAL DEMANDED

Plaintiff, by his undersigned attorneys, for this complaint against defendants, alleges upon personal knowledge with respect to himself, and upon information and belief based upon, *inter alia*, the investigation of counsel as to all other allegations herein, as follows:

NATURE OF THE ACTION

1. This action stems from a proposed transaction announced on July 27, 2017 (the “Proposed Transaction”), pursuant to which ShoreTel, Inc. (“ShoreTel” or the “Company”) will be acquired by affiliates of Mitel Networks Corporation.

2. On July 26, 2017, ShoreTel’s Board of Directors (the “Board” or “Individual Defendants”) caused the Company to enter into an agreement and plan of merger (the “Merger

1 Agreement”) with Mitel US Holdings, Inc. (“Parent”), Shelby Acquisition Corporation (“Merger
2 Sub”), and Mitel Networks Corporation (“Guarantor,” and together with Parent and Merger Sub,
3 “Mitel”). Pursuant to the terms of the Merger Agreement, Merger Sub launched a tender offer
4 (the “Tender Offer”) to acquire all of the Company’s common stock for \$7.50 per share in cash.
5 The Tender Offer is scheduled to expire on September 18, 2017. Following the consummation
6 of the Tender Offer and the satisfaction or waiver of certain conditions, Merger Sub will be
7 merged with and into the Company (the “Merger”), and the Company will be the surviving
8 corporation.

9 3. On August 17, 2017, defendants filed a Solicitation/Recommendation Statement
10 (the “Solicitation Statement”) with the United States Securities and Exchange Commission
11 (“SEC”) in connection with the Proposed Transaction.

12 4. The Solicitation Statement omits material information with respect to the
13 Proposed Transaction, which renders the Solicitation Statement false and misleading.
14 Accordingly, plaintiff alleges herein that defendants violated Sections 14(e), 14(d), and 20(a) of
15 the Securities Exchange Act of 1934 (the “1934 Act”) in connection with the Solicitation
16 Statement.

17 **JURISDICTION AND VENUE**

18 5. This Court has jurisdiction over all claims asserted herein pursuant to Section 27
19 of the 1934 Act because the claims asserted herein arise under Sections 14(e), 14(d), and 20(a) of
20 the 1934 Act and Rule 14a-9.

21 6. This Court has jurisdiction over defendants because each defendant is either a
22 corporation that conducts business in and maintains operations within this District, or is an
23 individual with sufficient minimum contacts with this District so as to make the exercise of
24 jurisdiction by this Court permissible under traditional notions of fair play and substantial justice.

25 7. Venue is proper under 28 U.S.C. § 1391 because a substantial portion of the
26 transactions and wrongs complained of herein occurred in this District.

27 **PARTIES**

28 8. Plaintiff is, and has been continuously throughout all times relevant hereto, the

1 owner of ShoreTel common stock.

2 9. Defendant ShoreTel is a Delaware corporation and maintains its principal
3 executive offices at 960 Stewart Drive, Sunnyvale, California 94085. ShoreTel's common stock
4 is traded on the NasdaqGS under the ticker symbol "SHOR."

5 10. Defendant Don Joos ("Joos") is a director and President of ShoreTel and was
6 appointed Chief Executive Officer ("CEO") in August 2013.

7 11. Defendant Marjorie Bowen ("Bowen") has served as a director of ShoreTel since
8 August 2016.

9 12. Defendant Mark Bregman ("Bregman") has served as a director of ShoreTel since
10 May 2007.

11 13. Defendant Kenneth Denman ("Denman") has served as a director of ShoreTel
12 since May 2007.

13 14. Defendant Charles Kissner ("Kissner") has served as a director of ShoreTel since
14 April 2006, and previously served as ShoreTel's lead independent director from April 2007
15 through July 2010, and as Chairperson of the Board from April 2013 through June 2017.

16 15. Defendant Shane Robison ("Robison") has served as a director of ShoreTel since
17 February 2015, and as Chairperson of the Board since June 2017.

18 16. Defendant Constance Skidmore ("Skidmore") has served as a director of ShoreTel
19 since January 2014.

20 17. Defendant Josef Vejvoda ("Vejvoda") has served as a director of ShoreTel since
21 October 2015.

22 18. The defendants identified in paragraphs 10 through 17 are collectively referred to
23 herein as the "Individual Defendants."

24 19. Defendant Parent is a Delaware corporation and a party to the Merger Agreement.

25 20. Defendant Merger Sub is a Delaware corporation, a wholly owned subsidiary of
26 the Parent, and a party to the Merger Agreement.

27 21. Defendant Guarantor is a Canadian corporation, an affiliate of Parent and Merger
28 Sub, and a party to the Merger Agreement.

1 **CLASS ACTION ALLEGATIONS**

2 22. Plaintiff brings this action as a class action on behalf of himself and the other
3 public stockholders of ShoreTel (the “Class”). Excluded from the Class are defendants herein
4 and any person, firm, trust, corporation, or other entity related to or affiliated with any defendant.

5 23. This action is properly maintainable as a class action.

6 24. The Class is so numerous that joinder of all members is impracticable. As of
7 August 15, 2017, there were 69,034,351 shares of ShoreTel common stock outstanding, held by
8 hundreds, if not thousands, of individuals and entities scattered throughout the country.

9 25. Questions of law and fact are common to the Class, including, among others,
10 whether defendants will irreparably harm plaintiff and the other members of the Class if
11 defendants’ conduct complained of herein continues.

12 26. Plaintiff is committed to prosecuting this action and has retained competent
13 counsel experienced in litigation of this nature. Plaintiff’s claims are typical of the claims of the
14 other members of the Class and plaintiff has the same interests as the other members of the
15 Class. Accordingly, plaintiff is an adequate representative of the Class and will fairly and
16 adequately protect the interests of the Class.

17 27. The prosecution of separate actions by individual members of the Class would
18 create the risk of inconsistent or varying adjudications that would establish incompatible
19 standards of conduct for defendants, or adjudications that would, as a practical matter, be
20 dispositive of the interests of individual members of the Class who are not parties to the
21 adjudications or would substantially impair or impede those non-party Class members’ ability to
22 protect their interests.

23 28. Defendants have acted, or refused to act, on grounds generally applicable to the
24 Class as a whole, and are causing injury to the entire Class. Therefore, final injunctive relief on
25 behalf of the Class is appropriate.

26 **SUBSTANTIVE ALLEGATIONS**

27 29. ShoreTel provides businesses with communication solutions, comprised of
28 integrated voice, video, data, and mobile applications based on Internet Protocol technologies

1 that make interactions simple. The Company focuses on the small and medium sized businesses
2 seeking Unified Communications solutions in the cloud, onsite or a hybrid of both, giving
3 customers the freedom to choose the best fit for their business needs now and in the future.

4 30. On July 26, 2017, the Board caused the Company to enter into the Merger
5 Agreement, pursuant to which ShoreTel will be acquired by Mitel.

6 31. On August 17, 2017, defendants filed the Solicitation Statement with the SEC in
7 connection with the Proposed Transaction.

8 32. The Solicitation Statement omits material information with respect to the
9 Proposed Transaction, which renders the Solicitation Statement false and misleading.

10 33. First, the Solicitation Statement omits material information regarding the
11 Company's financial projections and the analyses performed by the Company's financial
12 advisor, J.P. Morgan Securities LLC ("J.P. Morgan").

13 34. With respect to ShoreTel's financial projections, the Solicitation Statement
14 discloses a reconciliation of the Company's projections for non-GAAP (generally accepted
15 accounting principles) metrics, including gross margin, adjusted EBITDA, and unlevered free
16 cash flows, for years 2018 through 2020, but it fails to provide line item projections for the
17 metrics used to calculate these non-GAAP measures or otherwise reconcile the non-GAAP
18 projections to the most comparable GAAP measures for years 2021 through 2027.

19 35. To avoid misleading stockholders with non-GAAP financial measures in business
20 combinations such as the Proposed Transaction, publicly traded companies must provide a
21 reconciliation of the differences between the non-GAAP financial measures with the most
22 comparable financial measures calculated and presented in accordance with GAAP. Indeed, this
23 is tacitly conceded by defendants from their disclosure of this reconciliation for years 2018
24 through 2020. Moreover, the Solicitation Statement states that: "Non-GAAP financial measures
25 should not be considered in isolation from, or as a substitute for, financial information presented
26 in accordance with GAAP. ShoreTel's calculation of these non-GAAP measures may differ
27 from others in its industry and is not necessarily comparable with similar titles used by other
28 companies." As such, the reconciliation of the Company's non-GAAP projections with GAAP

1 metrics for years 2021 through 2027 is material to the Company's stockholders.

2 36. With respect to J.P. Morgan's Discounted Cash Flow Analysis, the Solicitation
3 Statement fails to disclose: (i) the inputs and assumptions underlying the discount rate range of
4 8.5% to 10.5%; (ii) ShoreTel's net cash; and (iii) the exit multiples implied from the analysis.

5 37. With respect to J.P. Morgan's Sum-of-the-Parts Analysis, the Solicitation
6 Statement fails to disclose: (i) the reason J.P. Morgan performed the analysis by utilizing two
7 different types of valuation analyses to calculate the Company's implied value for the "Hosted
8 Business," which used a comparable companies methodology, and the "Premise Business,"
9 which used a discounted cash flow methodology; (ii) the Company's projected unlevered free
10 cash flows for ShoreTel's Premise Business that were used in J.P. Morgan's analysis; and
11 (iii) ShoreTel's net cash.

12 38. With respect to J.P. Morgan's Public Trading Multiples and Selected Transaction
13 Analysis, the Solicitation Statement fails to disclose whether J.P. Morgan observed any other
14 multiples or benchmarking metrics in the analyses, and if so, defendants must disclose them.

15 39. When a banker's endorsement of the fairness of a transaction is touted to
16 stockholders, the valuation methods used to arrive at that opinion as well as the key inputs and
17 range of ultimate values generated by those analyses must also be fairly disclosed. Moreover,
18 the disclosure of projected financial information is material because it provides stockholders with
19 a basis to project the future financial performance of a company, and allows stockholders to
20 better understand the financial analyses performed by the company's financial advisor in support
21 of its fairness opinion.

22 40. The omission of this material information renders the Solicitation Statement false
23 and misleading, including, *inter alia*, the following section of the Solicitation Statement:
24 (i) "Opinion of ShoreTel's Financial Advisor"; and (ii) "Company Financial Projections."

25 41. Second, the Solicitation Statement omits material information regarding potential
26 conflicts of interest of J.P. Morgan.

27 42. For example, although the Solicitation Statement states that, "[d]uring the two
28 years preceding the date of J.P. Morgan's opinion, J.P. Morgan and its affiliates did not have any

1 other material financial advisory or other material commercial or investment banking
2 relationships with ShoreTel, Parent or Mitel,” the Solicitation Statement indicates that, during
3 the past two years, J.P. Morgan received aggregate compensation from Mitel of approximately
4 \$500,000. The Solicitation Statement therefore must fully disclose the nature and timing of
5 J.P. Morgan’s past services and relationship with Mitel.

6 43. Full disclosure of investment banker compensation and all potential conflicts is
7 required due to the central role played by investment banks in the evaluation, exploration,
8 selection, and implementation of strategic alternatives.

9 44. The omission of this material information renders the Solicitation Statement false
10 and misleading, including, *inter alia*, the following section of the Solicitation Statement:
11 (i) “Opinion of ShoreTel’s Financial Advisor”; and (ii) “Background of the Offer; Reasons for
12 Recommendation.”

13 45. Third, the Solicitation Statement omits material information regarding potential
14 conflicts of interest of the Company’s officers.

15 46. The Solicitation Statement indicates that, on July 26, 2017 (the day the Merger
16 Agreement was executed), the Board’s Compensation Committee approved the payment of cash
17 bonuses, in lieu of the normal annual refresh equity grants, in the aggregate amount of
18 \$1,150,000 to the Company’s executive team, including the following amounts to its named
19 executive officers: David Petts (\$150,000), Michael Healy (\$200,000), Eugenia Corrales
20 (\$250,000), and Bharath Oruganti (\$200,000). The Solicitation Statement, however, fails to
21 disclose the timing and nature of all communications regarding these cash bonuses to ShoreTel’s
22 officers, including who proposed the bonuses and who participated in all such communications.

23 47. This information is necessary for stockholders to understand potential conflicts of
24 interest of ShoreTel’s management, as that information provides illumination concerning
25 motivations that would prevent fiduciaries from acting solely in the best interests of the
26 Company’s stockholders.

27 48. The omission of this material information renders the Solicitation Statement false
28 and misleading, including, *inter alia*, the following section of the Solicitation Statement:

1 (i) “Relationship with Parent and the Offeror”; and (ii) “Background of the Offer; Reasons for
2 Recommendation.”

3 49. The above-referenced omitted information, if disclosed, would significantly alter
4 the total mix of information available to ShoreTel’s stockholders.

5 **COUNT I**

6 **(Claim for Violation of Section 14(e) of the 1934 Act Against Defendants)**

7 50. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

8 51. Section 14(e) of the 1934 Act states, in relevant part, that:

9 It shall be unlawful for any person to make any untrue statement of a material fact
10 or omit to state any material fact necessary in order to make the statements made,
11 in the light of the circumstances under which they are made, not misleading . . . in
12 connection with any tender offer or request or invitation for tenders[.]

13 52. Defendants disseminated the misleading Solicitation Statement, which contained
14 statements that, in violation of Section 14(e) of the 1934 Act, in light of the circumstances under
15 which they were made, omitted to state material facts necessary to make the statements therein
16 not misleading.

17 53. The Solicitation Statement was prepared, reviewed, and/or disseminated by
18 defendants.

19 54. The Solicitation Statement misrepresented and/or omitted material facts in
20 connection with the Proposed Transaction as set forth above.

21 55. By virtue of their positions within the Company and/or roles in the process and
22 the preparation of the Solicitation Statement, defendants were aware of this information and their
23 duty to disclose this information in the Solicitation Statement.

24 56. The omissions in the Solicitation Statement are material in that a reasonable
25 stockholder will consider them important in deciding whether to tender their shares in connection
26 with the Proposed Transaction. In addition, a reasonable investor will view a full and accurate
27 disclosure as significantly altering the total mix of information made available.

28 57. Defendants knowingly or with deliberate recklessness omitted the material
information identified above in the Solicitation Statement, causing statements therein to be

1 materially incomplete and misleading.

2 58. By reason of the foregoing, defendants violated Section 14(e) of the 1934 Act.

3 59. Because of the false and misleading statements in the Solicitation Statement,
4 plaintiff and the Class are threatened with irreparable harm.

5 60. Plaintiff and the Class have no adequate remedy at law.

6 **COUNT II**

7 **(Claim for Violation of 14(d) of the 1934 Act Against Defendants)**

8 61. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

9 62. Section 14(d)(4) of the 1934 Act states:

10 Any solicitation or recommendation to the holders of such a security to accept or
11 reject a tender offer or request or invitation for tenders shall be made in
12 accordance with such rules and regulations as the Commission may prescribe as
necessary or appropriate in the public interest or for the protection of investors.

13 63. Rule 14d-9(d) states, in relevant part:

14 Any solicitation or recommendation to holders of a class of securities referred to
15 in section 14(d)(1) of the Act with respect to a tender offer for such securities
16 shall include the name of the person making such solicitation or recommendation
and the information required by Items 1 through 8 of Schedule 14D-9 (§ 240.14d-
101) or a fair and adequate summary thereof[.]

17 Item 8 requires that directors must “furnish such additional information, if any, as may be
18 necessary to make the required statements, in light of the circumstances under which they are
19 made, not materially misleading.”

20 64. The Solicitation Statement violates Section 14(d)(4) and Rule 14d-9 because it
21 omits the material facts set forth above, which renders the Solicitation Statement false and/or
22 misleading.

23 65. Defendants knowingly or with deliberate recklessness omitted the material
24 information set forth above, causing statements therein to be materially incomplete and
25 misleading.

26 66. The omissions in the Solicitation Statement are material to plaintiff and the Class,
27 and they will be deprived of their entitlement to make a fully informed decision with respect to
28 the Proposed Transaction if such misrepresentations and omissions are not corrected prior to the

1 expiration of the tender offer.

2 67. Plaintiff and the Class have no adequate remedy at law.

3 **COUNT III**

4 **(Claim for Violation of Section 20(a) of the 1934 Act**
5 **Against the Individual Defendants and the Mitel)**

6 68. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

7 69. The Individual Defendants and Mitel acted as controlling persons of ShoreTel
8 within the meaning of Section 20(a) of the 1934 Act as alleged herein. By virtue of their
9 positions as officers and/or directors of ShoreTel and participation in and/or awareness of the
10 Company's operations and/or intimate knowledge of the false statements contained in the
11 Solicitation Statement filed with the SEC, they had the power to influence and control and did
12 influence and control, directly or indirectly, the decision making of the Company, including the
13 content and dissemination of the various statements that plaintiff contends are false and
14 misleading.

15 70. Each of the Individual Defendants and Mitel was provided with or had unlimited
16 access to copies of the Solicitation Statement alleged by plaintiff to be misleading prior to and/or
17 shortly after these statements were issued and had the ability to prevent the issuance of the
18 statements or cause them to be corrected.

19 71. In particular, each of the Individual Defendants had direct and supervisory
20 involvement in the day-to-day operations of the Company, and, therefore, is presumed to have
21 had the power to control and influence the particular transactions giving rise to the violations as
22 alleged herein, and exercised the same. The Solicitation Statement contains the unanimous
23 recommendation of the Individual Defendants to approve the Proposed Transaction. They were
24 thus directly connected with and involved in the making of the Solicitation Statement.

25 72. Mitel also had direct supervisory control over the composition of the Solicitation
26 Statement and the information disclosed therein, as well as the information that was omitted
27 and/or misrepresented in the Solicitation Statement.

28 73. By virtue of the foregoing, the Individual Defendants and Mitel violated

1 Section 20(a) of the 1934 Act.

2 74. As set forth above, the Individual Defendants and Mitel had the ability to exercise
3 control over and did control a person or persons who have each violated Section 14(e) of the
4 1934 Act and Rule 14a-9, by their acts and omissions as alleged herein. By virtue of their
5 positions as controlling persons, these defendants are liable pursuant to Section 20(a) of the 1934
6 Act.

7 75. As a direct and proximate result of defendants' conduct, plaintiff and the Class are
8 threatened with irreparable harm.

9 76. Plaintiff and the Class have no adequate remedy at law.

10 **PRAYER FOR RELIEF**

11 **WHEREFORE**, plaintiff prays for judgment and relief as follows:

12 A. Enjoining defendants and all persons acting in concert with them from proceeding
13 with, consummating, or closing the Proposed Transaction;

14 B. In the event defendants consummate the Proposed Transaction, rescinding it and
15 setting it aside or awarding rescissory damages;

16 C. Directing the Individual Defendants to file a Solicitation Statement that does not
17 contain any untrue statements of material fact and that states all material facts required in it or
18 necessary to make the statements contained therein not misleading;

19 D. Declaring that defendants violated Sections 14(e), 14(d), and 20(a) of the 1934
20 Act, as well as Rule 14a-9 promulgated thereunder;

21 E. Awarding plaintiff the costs of this action, including reasonable allowance for
22 plaintiff's attorneys' and experts' fees; and

23 F. Granting such other and further relief as this Court may deem just and proper.

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JURY DEMAND

Plaintiff hereby demands a trial by jury.

Dated: August 21, 2017

LEVI & KORSINSKY, LLP

By: /s/ Rosemary M. Rivas

Rosemary M. Rivas (SBN 209147)

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Attorneys for Plaintiff

OF COUNSEL:

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Brian D. Long (to be admitted *pro hac vice*)

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Wilmington, DE 19803

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CERTIFICATION OF PLAINTIFF

I, LOUIS SCARANTINO (“Plaintiff”), hereby declare as to the claims asserted under the federal securities laws that:

1. Plaintiff has reviewed the complaint and authorizes its filing.
2. Plaintiff did not purchase the security that is the subject of this action at the direction of Plaintiff’s counsel or in order to participate in any private action.
3. Plaintiff is willing to serve as a representative party on behalf of the class, either individually or as part of a group, and I will testify at deposition or trial, if necessary. I understand that this is not a claim form and that I do not need to execute this Certification to share in any recovery as a member of the class.
4. Plaintiff’s purchase and sale transactions in the ShoreTel, Inc. (NASDAQ: SHOR) security that is the subject of this action during the class period is/are as follows:

PURCHASES

Buy Date	Shares	Price per Share
12/16/16	50	\$7.35

SALES

Sell Date	Shares	Price per Share

Please list additional transactions on separate sheet of paper, if necessary.

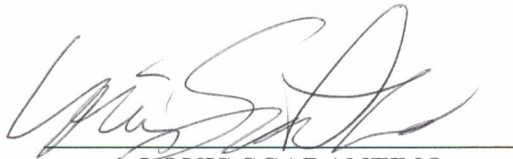
5. Plaintiff has complete authority to bring a suit to recover for investment losses on behalf of purchasers of the subject securities described herein (including Plaintiff, any co-owners, any corporations or other entities, and/or any beneficial owners).

6. During the three years prior to the date of this Certification, Plaintiff has not moved to serve as a representative party for a class in an action filed under the federal securities laws.

7. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond Plaintiff's *pro rata* share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 21st day of August, 2017.



LOUIS SCARANTINO

CIVIL COVER SHEET

The JS-CAND 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved in its original form by the Judicial Conference of the United States in September 1974, is required for the Clerk of Court to initiate the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS

LOUIS SCARANTINO, Individually and On Behalf of All Others Similarly Situated

(b) County of Residence of First Listed Plaintiff Luzerne County, Pennsylvania (EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys (Firm Name, Address, and Telephone Number) Rosemary Rivas, Levi & Korsinsky, LLP, 44 Montgomery Street, Suite 650, San Francisco, CA 94104; 415-291-2420

DEFENDANTS

SHORETEL, INC., DON JOOS, MARJORIE BOWEN, MARK BREGMAN, KENNETH DENMAN, CHARLES KISSNER, SHANE ROBISON, CONSTANCE SKIDMORE, JOSEF VEJVODA, MITEL US HOLDINGS, INC., SHELBY ACQUISITION CORPORATION, and MITEL NETWORKS CORPORATION

County of Residence of First Listed Defendant (IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- 1 U.S. Government Plaintiff, 2 U.S. Government Defendant, 3 Federal Question (U.S. Government Not a Party), 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

Table with columns for Plaintiff (PTF) and Defendant (DEF) citizenship: Citizen of This State, Citizen of Another State, Citizen or Subject of a Foreign Country, Incorporated or Principal Place of Business In This State, Incorporated and Principal Place of Business In Another State, Foreign Nation.

IV. NATURE OF SUIT (Place an "X" in One Box Only)

Large table with categories: CONTRACT, REAL PROPERTY, TORTS, CIVIL RIGHTS, PRISONER PETITIONS, HABEAS CORPUS, OTHER, FORFEITURE/PENALTY, LABOR, IMMIGRATION, BANKRUPTCY, SOCIAL SECURITY, FEDERAL TAX SUITS, OTHER STATUTES.

V. ORIGIN (Place an "X" in One Box Only)

- 1 Original Proceeding, 2 Removed from State Court, 3 Remanded from Appellate Court, 4 Reinstated or Reopened, 5 Transferred from Another District (specify), 6 Multidistrict Litigation-Transfer, 8 Multidistrict Litigation-Direct File

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity): Securities Exchange Act of 1934

Brief description of cause:

Violations of Sections 14(e), 14(d), and 20(a) of the Securities Exchange Act of 1934

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, Fed. R. Civ. P. DEMAND \$

CHECK YES only if demanded in complaint: JURY DEMAND: Yes No

VIII. RELATED CASE(S), IF ANY (See instructions):

JUDGE

DOCKET NUMBER

IX. DIVISIONAL ASSIGNMENT (Civil Local Rule 3-2)

(Place an "X" in One Box Only)

SAN FRANCISCO/OAKLAND

SAN JOSE

EUREKA-MCKINLEYVILLE

DATE 08/21/2017

SIGNATURE OF ATTORNEY OF RECORD

/s/ Rosemary M. Rivas

INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS-CAND 44

Authority For Civil Cover Sheet. The JS-CAND 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved in its original form by the Judicial Conference of the United States in September 1974, is required for the Clerk of Court to initiate the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

- I. a) Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.
- b) County of Residence.** For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the “defendant” is the location of the tract of land involved.)
- c) Attorneys.** Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section “(see attachment).”
- II. Jurisdiction.** The basis of jurisdiction is set forth under Federal Rule of Civil Procedure 8(a), which requires that jurisdictions be shown in pleadings. Place an “X” in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.
- (1) United States plaintiff. Jurisdiction based on 28 USC §§ 1345 and 1348. Suits by agencies and officers of the United States are included here.
 - (2) United States defendant. When the plaintiff is suing the United States, its officers or agencies, place an “X” in this box.
 - (3) Federal question. This refers to suits under 28 USC § 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.
 - (4) Diversity of citizenship. This refers to suits under 28 USC § 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; **NOTE: federal question actions take precedence over diversity cases.**)
- III. Residence (citizenship) of Principal Parties.** This section of the JS-CAND 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.
- IV. Nature of Suit.** Place an “X” in the appropriate box. If the nature of suit cannot be determined, be sure the cause of action, in Section VI below, is sufficient to enable the deputy clerk or the statistical clerk(s) in the Administrative Office to determine the nature of suit. If the cause fits more than one nature of suit, select the most definitive.
- V. Origin.** Place an “X” in one of the six boxes.
- (1) Original Proceedings. Cases originating in the United States district courts.
 - (2) Removed from State Court. Proceedings initiated in state courts may be removed to the district courts under Title 28 USC § 1441. When the petition for removal is granted, check this box.
 - (3) Remanded from Appellate Court. Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.
 - (4) Reinstated or Reopened. Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.
 - (5) Transferred from Another District. For cases transferred under Title 28 USC § 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.
 - (6) Multidistrict Litigation Transfer. Check this box when a multidistrict case is transferred into the district under authority of Title 28 USC § 1407. When this box is checked, do not check (5) above.
 - (8) Multidistrict Litigation Direct File. Check this box when a multidistrict litigation case is filed in the same district as the Master MDL docket. Please note that there is no Origin Code 7. Origin Code 7 was used for historical records and is no longer relevant due to changes in statute.
- VI. Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC § 553. Brief Description: Unauthorized reception of cable service.
- VII. Requested in Complaint.** Class Action. Place an “X” in this box if you are filing a class action under Federal Rule of Civil Procedure 23. Demand. In this space enter the actual dollar amount being demanded or indicate other demand, such as a preliminary injunction. Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.
- VIII. Related Cases.** This section of the JS-CAND 44 is used to identify related pending cases, if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.
- IX. Divisional Assignment.** If the Nature of Suit is under Property Rights or Prisoner Petitions or the matter is a Securities Class Action, leave this section blank. For all other cases, identify the divisional venue according to Civil Local Rule 3-2: “the county in which a substantial part of the events or omissions which give rise to the claim occurred or in which a substantial part of the property that is the subject of the action is situated.”
- Date and Attorney Signature.** Date and sign the civil cover sheet.

ClassAction.org

This complaint is part of ClassAction.org's searchable class action lawsuit database and can be found in this post: [ShoreTel Facing Securities Lawsuit](#)
